

# **EXHIBIT 40**

## **Declaration of Clay Guida**

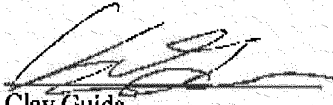
**Declaration of Clay Guida**

1. My name is Clay Guida. I am a professional MMA fighter. I have been fighting professionally for the past six years. I am currently under contract to fight for UFC. My background and training included other martial arts disciplines, including wrestling.
2. I have fought for many other promotions, including Strikeforce. Some of those promotions were outside the United States. It does not matter where the promotion is located, or even where the bouts are held, provided that they are able to generate sufficient fan interest to make the fight profitable for the promotion and the fighters.
3. Since joining the UFC, my compensation has increased substantially. A significant part of my compensation has consisted of discretionary pay outs by Zuffa. For example, Fight of the Night or Submission of the Night.
4. Another significant part of my compensation is sponsorship revenue. I credit the UFC with providing me with the increased exposure that built my name recognition to the point where I could command those sponsorships.
5. There are several reasons why I believe the UFC is the best MMA organization to fight in. First, it has provided me with the best compensation and incentives. Second, it has expended the most resources in promoting me and the events I fought in. Third, it is deeply concerned with fighter safety, and provides world-class medical supervision and industry-leading insurance to its fighters. Fourth, the UFC has attracted some of the best fighter talent, assuring me the opportunity to fight other elite fighters, to try to become the best fighter in the world at my weight class, and to build my reputation so I can earn more money in the form of sponsorships and PPV shares.
6. Other MMA organizations copied UFC's winning formula on a smaller scale. Bellator, M-1, DREAM, Titan Fighting and Shark Fights, for example, all have televised events and compete for fighter talent with the UFC. At this point, I consider all of these organizations to be potential alternative platforms for my fighting career. Prior to the acquisition, I considered all of these promotions to be equivalent productions to Strikeforce.
7. Zuffa's acquisition of Strikeforce can only be positive from my perspective. By acquiring Strikeforce, Zuffa will be able to stage even better and more evenly-matched fights. The increase in fighter talent will require me, and all other fighters, to train harder which will create better fights for the fans and the industry.
8. I believe the Strikeforce acquisition will not change the need for the UFC and its many MMA competitors to continue offering competitive compensation. Every promotion has to continue to attract the best fighters by offering competitive compensation.
9. I believe the better MMA fighters have lots of options currently. Leaving aside their ability to become professional boxers, wrestlers or martial artists, there are any number of new MMA promotions who are entering the field and who, if they market their bouts skillfully, can do as well as any of the existing promotions, over time.

Declaration of Clay Guida  
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I declare under penalty of perjury that the foregoing is true and correct.

Executed this 2 day of Augst, 2011, in the city of McHenry, IL.

  
Clay Guida